

Thomas D. Goldberg
DAY PITNEY LLP
Seven Times Square
New York, NY 10036-7311
Tel: (212) 297-5800

and

One Canterbury Green
Stamford, CT 06905
Tel.: (203) 977-7300

Attorneys for Carrier Corporation

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

		X
		:
In re:		:
		:
DELPHI CORPORATION, <i>et al.</i> ,	:	Chapter 11
		:
	:	Case No. 05-44481
Debtors.	:	(Jointly Administered)
		:
		:
		:

**WITHDRAWAL OF LIMITED OBJECTION AND RESERVATION OF RIGHTS OF
CARRIER CORPORATION**

Carrier Corporation (together with its affiliates, “Carrier”) and the Debtors have resolved all issues related to Carrier’s Limited Objection And Reservation Of Rights With Respect To The Corrected Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To Parnassus Holdings II, LLC Under Modified Plan Of Reorganization dated July 22, 2009 (Doc. No. 18565) (“Limited Objection”). Accordingly, Carrier, by its undersigned counsel, hereby withdraws the Limited Objection.

Dated: March 22, 2010
Stamford, Connecticut

Respectfully submitted,

By: /s/Thomas D. Goldberg
Thomas D. Goldberg (TG 7251)
DAY PITNEY LLP
Seven Times Square
New York, NY 10036-7311
Telephone: (212) 297-5800

and

One Canterbury Green
Stamford, CT 06901-2047
Telephone: (203) 977-7300
Facsimile: (203) 977-7301
tdgoldberg@daypitney.com

Attorneys for Carrier Corporation

CERTIFICATION

I Hereby Certify That On March 22, 2010, a copy of the Withdrawal of Limited Objection And Reservation Of Rights Of Carrier Corporation was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the notice of electronic filing. Parties may access this filing through the court's cm/ecf system.

A copy is being forwarded by first-class mail, postage prepaid, to:

The Chambers of the Hon. Robert D. Drain
United States Bankruptcy Judge
One Bowling Green, Room 632
New York, NY 10004

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: John Wm. Butler, Jr.
Attn: Ron E. Meisler
333 W. Wacker Drive, Suite 2100
Chicago, IL 60606

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Kayalyn A. Marafioti
Attn: Gregory W. Fox
Four Times Square
New York, NY 10036

Office of the U.S. Trustee
Attn: Brian Masumoto
33 Whitehall Street, Suite 2100
New York, NY 10004

Davis Polk & Wardwell
Attn: Donald S. Bernstein
Attn: Brian M. Resnick
450 Lexington Avenue
New York, NY 10022

Wilkie Farr & Gallagher LLP
Attn: Richard Mancino
Attn: Marc Abrams
787 Seventh Avenue
New York, NY 10019

Cadwalader, Wickersham & Taft LLP
Attn: John J. Rapisardi
Attn: Oran B. Haker
One World Financial Center
New York, NY 10281

United States Department of Justice
Attn: Matthew L. Schwartz
Attn: Joseph N. Cordaro
86 Chambers Street, 3rd Floor
New York, NY 10007

Weil, Gotshal & Manges LLP
Attn: Jeffrey L. Tanenbaum
Attn: Robert J. Lemons
767 Fifth Avenue
New York, NY 10153

Latham & Watkins LLP
Attn: Robert J. Rosenberg
Attn: Mitchell A. Seider
Attn: Mark A. Broude
885 Third Avenue
New York, NY 10022

Schulte Roth & Zabel LLP
Attn: Adam C. Harris
Attn: David J. Karp
919 Third Avenue
New York, NY 10022

/s/ Thomas D. Goldberg

Thomas D. Goldberg